

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

In re:

S & A Restaurant Corp.	§	Case No. 08-41898
S & A Properties Corp.	§	Case No. 08-41899
Jolly Ox Club of Kansas, Inc.	§	Case No. 08-41900
S & A Payroll Agent II, Inc.	§	Case No. 08-41901
S and A Leasing Corp.	§	Case No. 08-41902
Steak and Ale of Texas, Inc.	§	Case No. 08-41903
Bennigan's of Waldorf, Inc.	§	Case No. 08-41904
Bennigan's Gift Card, Inc.	§	Case No. 08-41905
Steak and Ale of Alabama, Inc.	§	Case No. 08-41906
Steak and Ale of Virginia, Inc.	§	Case No. 08-41907
Bennigan's of Las Vegas, Inc.	§	Case No. 08-41908
Steak and Ale of Colorado, Inc.	§	Case No. 08-41909
Bennigan's of Security, Inc.	§	Case No. 08-41910
Steak and Ale of West Virginia, Inc.	§	Case No. 08-41911
Steak and Ale of Columbia, Inc.	§	Case No. 08-41912
Bennigan's of Laurel, Inc.	§	Case No. 08-41913
Steak and Ale of Florida, Inc.	§	Case No. 08-41914
Steak and Ale of Oklahoma City No. 1, Inc.	§	Case No. 08-41915
Bennigan's of Roosevelt Field, Inc.	§	Case No. 08-41916
Steak and Ale of Georgia, Inc.	§	Case No. 08-41917
Bennigan's of Maryland, Inc.	§	Case No. 08-41918
Steak and Ale of Pennsylvania, Inc.	§	Case No. 08-41919
Steak and Ale of Delaware, Inc.	§	Case No. 08-41920
Steak and Ale of Illinois, Inc.	§	Case No. 08-41921
Steak and Ale of Tennessee, Inc.	§	Case No. 08-41922
Steak and Ale of Louisiana, Inc.	§	Case No. 08-41923
Steak and Ale of Indiana, Inc.	§	Case No. 08-41924
Steak and Ale of California, Inc.	§	Case No. 08-41925
Steak and Ale of Massachusetts, Inc.	§	Case No. 08-41926
Steak and Ale of New Mexico, Inc.	§	Case No. 08-41927
Steak and Ale of Michigan, Inc.	§	Case No. 08-41928
S & A of Montgomery County, Inc.	§	Case No. 08-41929
Steak and Ale of Minnesota, Inc.	§	Case No. 08-41930
Steak and Ale of Missouri, Inc.	§	Case No. 08-41931
Steak and Ale of New Jersey, Inc.	§	Case No. 08-41932
Steak and Ale of Little Rock, Inc.	§	Case No. 08-41933
Steak and Ale of Ohio, Inc.	§	Case No. 08-41934
100 W. Timonium Road, Inc.	§	Case No. 08-41935
Bennigan's Club of Dallas-Shiloh, Inc.	§	Case No. 08-41952
Bennigan's Club of Fort Worth, Inc.	§	Case No. 08-41953

Bennigan's Club of Mesquite, Inc.	§	Case No. 08-41954
Bennigan's Club of Tyler, Inc.	§	Case No. 08-41955
Steak and Ale No. 108 Club	§	Case No. 08-41956
Steak and Ale Club of Mesquite, Inc.	§	Case No. 08-41958
Jamie's Inc.	§	Case No. 08-41959
	§	
Debtors.	§	All Chapter 7

**MOTION FOR ORDER DIRECTING PROCEDURAL JOINT ADMINISTRATION OF
AFFILIATED DEBTORS PURSUANT TO RULE 1015 OF THE
FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Michelle H. Chow (the "Trustee"), the Chapter 7 bankruptcy trustee for the above-referenced debtors (the "Debtors"), files this *Emergency Motion for Order Directing Procedural Joint Administration of Affiliated Debtors Pursuant to Rule 1015 of the Federal Rules of Bankruptcy Procedure* (the "Motion"), and in support thereof respectfully states as follows:

BACKGROUND

1. On July 29, 2008 (the "Petition Date"), the Debtors commenced the above-styled and numbered cases under chapter 7 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Eastern District of Texas (the "Bankruptcy Court") (collectively, the "Chapter 7 Cases").

2. The first meeting of creditors (the "341 Meeting") is scheduled to take place on August 29, 2008.

3. The Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue of this proceeding and this Motion is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

RELIEF REQUESTED

4. The Court may order the joint administration of the estates of a debtor and its affiliates pursuant to Federal Rule 1015 of Bankruptcy Procedure. The Trustee hereby requests the Court enter an order approving the joint administration of the Chapter 7 Cases.

5. The Chapter 7 Cases qualify for joint administration because they are affiliates within the meaning of 11 U.S.C. § 101(2). Attached hereto as **Exhibit "A"** is a corporate organization chart which accurately reflects the relationship of the Debtors to each other. Accordingly, the Court is authorized to grant the relief requested.

6. The Trustee further believes that the joint administration of the Chapter 7 Cases is warranted by the fact that the financial affairs and business operations of the Debtors are closely related and the Trustee's cost of administration will be shared by the Debtors. Entry of an order directing joint administration of these cases will obviate the need for duplicative notices, applications and orders, and will thereby save considerable time and expense for the Trustee and result in substantial savings to their respective estates.

7. Additionally, the rights of the respective creditors of the Debtors will not be adversely affected by joint administration of the Chapter 7 Cases because this Motion requests only administrative consolidation of the estates, and not substantive consolidation. Creditors must still file a claim against a particular Debtor's estate. Thus, the rights of all creditors will be enhanced by the reduced costs resulting from joint administration. The Court will also be relieved of the burden of entering duplicative orders and maintaining duplicative files. Finally, supervision of the administrative aspects of the Chapter 7 Cases by the Office of the United States Trustee will be simplified.

8. By reason of the foregoing, the Trustee submits that the best interest of the Debtors' creditors and their estates would be served by joint administration of the Chapter 7 Cases. Accordingly, the Trustee requests that the caption be modified to reflect the joint administration of the Chapter 7 Cases as follows:

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF TEXAS SHERMAN DIVISION		
In re:	§	Chapter 7
	§	
S&A RESTAURANT CORP., et al.,	§	Case No. 08-41898
	§	
Debtors.	§	(Jointly Administered)

9. The Trustee also seeks the Court's approval that a notation in substantially the following form be entered on the docket sheet in each of the Debtors' bankruptcy cases to reflect the joint administration of the cases:

An order has been entered directing the procedural consolidation and joint administration of this case with S&A Restaurant Corp., Case No. 08-41898, in accordance with Federal Rule 1015 of Bankruptcy Procedure. The docket in Case No. 08-41898 should be consulted for all matters affecting these cases. All pleadings, orders and other papers filed shall be captioned with the style *In re S&A Restaurant Corp., et al.*, and shall reflect that the cases are jointly administered under the case number assigned to S&A Restaurant Corp.

10. The Trustee is not aware of an administrative or scheduling order that might require modification as a result of the requested joint administration.

11. In summary, the Trustee requests that the Chapter 7 Cases be jointly administered for procedural purposes to the extent of the following:

- a. One docket shall be maintained for the Debtors' cases, under case number 08-41898, assigned to S&A Restaurant Corp.;

- b. All pleadings, orders, and other papers filed shall be captioned with the style *In re S&A Restaurant Corp., et al.*, and shall reflect that the cases are jointly administered under case number 08-41898 assigned to S&A Restaurant Corp.;
- c. The United States Trustee shall conduct joint informal meetings with Debtors, if required, and a joint first meeting of creditors;
- d. Counsel for the Trustee shall prepare and maintain one consolidated "Official Service List" pursuant to the Order Approving the Trustee's Emergency Motion Establishing Notice and Administrative Procedures, and any other order that may be entered thereafter in the Chapter 7 Cases addressing notice procedures;
- e. Each of the Debtors shall file separate Schedules of Assets and Liabilities, Statements of Financial Affairs and, if applicable, Lists of Equity Security Holders;
- f. Proofs of claim filed by creditors of any Debtor shall reflect the style and case number of the Debtor to which the claim relates and in whose case such claim is to be filed; and
- g. Separate claims registers shall be maintained for each Debtor.

NOTICE

12. Notice of this Motion has been provided to: (a) the United States Trustee; (b) Secured Creditors and their counsel (if known) of the Debtors; and (c) those persons who have formally appeared and requested notice in this case pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure or applicable Court Order. The Trustee submits that no other or further notice of this Motion need be provided.

WHEREFORE, pursuant to Federal Rule of Bankruptcy Procedure 1015(b)(4), the Trustee requests the Court's entry of an order: (1) directing that the Chapter 7 Cases be jointly administered; (2) directing that a caption substantially in the form provided herein be used on all future pleadings in the jointly administered Chapter 7 Cases; (3) directing the use of a combined "Official Service List" as approved in the Trustee's *Emergency Motion for Order Establishing*

Notice and Administrative Procedures Pursuant to 11 U.S.C. § 105 and Rule 2002 of the Federal Rules of Bankruptcy Procedure; and (5) granting such other and further relief as is just.

Dated: July 30, 2008.

Respectfully submitted,

KANE RUSSELL COLEMAN & LOGAN PC

By: /s/ Joseph A. Friedman
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**PROPOSED ATTORNEYS FOR THE CHAPTER 7
TRUSTEE**

CERTIFICATE OF SERVICE

This is to certify that a copy of the foregoing pleading was served through the Court's electronic (ECF) notification system, and via e-mail on all parties listed on the attached Official Service List on the 30th day of July 2008.

/s/ Joseph A. Friedman
Joseph A. Friedman